

**UNANIMOUS CONSENT OF MANAGEMENT COMMITTEE OF LIGHTHOUSE  
GLOBAL PARTNERS, LLC, AND MAJORITY PERCENTAGE OF ORDINARY  
MEMBERS OF LIGHTHOUSE FINANCIAL GROUP, LLC, WITHOUT A MEETING**

The undersigned, being all of the members of the Management Committee (the "Management Committee") of Lighthouse Global Partners, LLC, a Delaware limited liability company ("LGP") and the Managing Members of LGP, on behalf of LGP, the majority percentage interest ordinary member ("Majority Interest Member") of Lighthouse Financial Group, LLC, a Delaware limited liability company (the "Company"), hereby resolve as follows:

WHEREAS, pursuant to Article V, Section 5.2(1) of the Operating Agreement of the Company (the "LFG Agreement"), the approval of Ordinary Members holding at least a majority of the Outstanding Percentages is required for the Company to file a petition for relief under chapter 11 of title 11, United States Code (the "Bankruptcy Code");

WHEREAS, pursuant to Article V, Section 5.15(i) of the Operating Agreement of LGP (the "LGP Agreement"), the approval of the members of the Management Committee of LGP (the "Management Committee") is required for the Company to take any of the actions set forth in Section 5.2 of the LFG Agreement;

WHEREAS, pursuant to Schedule A of the LFG Agreement, LGP is an Ordinary Member holding 98.5744% of the voting interests of the Company;

WHEREAS, pursuant to Article V, Section 5.4(d) of the LFG Agreement, in lieu of a meeting, the Members of the Company may take action by written instrument indicating their consent;

WHEREAS, the Management Committee and the Majority Interest Member have considered the financial and operational aspects of the Company;

WHEREAS, the Management Committee and Majority Interest Member have reviewed the historical performance of the Company, the markets for the Company's products and services, and the current and long-term liabilities of the Company.

NOW, THEREFORE, BE IT RESOLVED: That in the judgment of the Management Committee and the Majority Interest Member, it is desirable and in the best interests of the Company, and its creditors, stockholders and other interested parties, that a voluntary petition be filed by the Company seeking relief under the provisions of chapter 11 of title 11, United States Code (the "Bankruptcy Code"); and it is further

RESOLVED, that the law firm of Gusrae, Kaplan, Bruno & Nusbaum, PLLC shall be employed as special counsel for the Company in the Company's chapter 11 case, subject to court approval; and it is further

RESOLVED, that the law firm of SilvermanAcampora LLP shall be employed as general bankruptcy counsel for the Company in the Company's chapter 11 case, subject to court approval; and it is further

RESOLVED, that ROBERT J. BRADLEY, in his capacity as Chief Operating Officer and CHRISTOPHER LAGREGO, in his capacity as Chief Risk Officer of the

Company, be, and hereby are, authorized and directed on behalf of the Company to execute and verify or certify a petition to commence a case under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of New York at such time as ROBERT J. BRADLEY or CHRISTOPHER LAGREGO shall determine; and it is further

RESOLVED, that ROBERT J. BRADLEY, and CHRISTOPHER LAGREGO be, and hereby are, authorized and directed on behalf of the Company to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers in the chapter 11 case of the Company and, in connection therewith, to employ and retain additional legal counsel, accountants and other professionals and to take any and all action which they deem necessary, proper, or desirable in connection with such chapter 11 case, with a view to the successful prosecution of such case; and it is further

RESOLVED, that any and all past actions heretofore taken by ROBERT J. BRADLEY or CHRISTOPHER LAGREGO, and all other documentation heretofore delivered by ROBERT J. BRADLEY or CHRISTOPHER LAGREGO in furtherance of the preceding resolutions be, and such actions hereby are, authorized, approved and ratified in all respects.

IN WITNESS WHEREOF, the undersigned have signed this Resolution as of the 24<sup>th</sup> day of November, 2010.

**MANAGEMENT COMMITTEE of LIGHTHOUSE GLOBAL PARTNERS, LLC**, a Delaware limited liability company

By: /s/ Robert J. Bradley  
Name: Robert J. Bradley  
Title: Management Committee Member

By: /s/ Jeffrey J. Morfit  
Name: Jeffrey J. Morfit  
Title: Management Committee Member

By: /s/ Christopher LaGrego  
Name: Christopher LaGrego  
Title: Management Committee Member

By: /s/ Robert Weinstein  
Name: Robert Weinstein  
Title: Management Committee Member

**LIGHTHOUSE GLOBAL PARTNERS, LLC**, a  
Delaware limited liability company, its Majority Interest Member

By: /s/ Robert J. Bradley  
Name: Robert J. Bradley  
Title: Managing Member

By: /s/ Jeffrey J. Morfit  
Name: Jeffrey J. Morfit  
Title: Managing Member

By: /s/ Christopher LaGrego  
Name: Christopher LaGrego  
Title: Managing Member

**LIGHTHOUSE FINANCIAL GROUP, INC.**  
**CERTIFICATE OF RESOLUTION**

We, ROBERT J. BRADLEY, Chief Operating Officer of Lighthouse Financial Group ("LFG"), a Delaware limited liability company (the "Company"), and CHRISTOPHER LAGREGO, Chief Risk Officer of the Company, do hereby certify that the following is a true and correct copy of resolutions duly adopted by the Management Committee of Lighthouse Global Partners, LLC ("LGP") a Delaware limited liability company, and LGP, the majority percentage interest member ("Majority Interest Member") of the Company, and that said resolutions have not been modified or rescinded, and are still in full force and effect on the date hereof:

WHEREAS, pursuant to Article V, Section 5.2(1) of the Operating Agreement of the Company (the "LFG Agreement"), the approval of Ordinary Members holding at least a majority of the Outstanding Percentages is required for the Company to file a petition for relief under chapter 11 of title 11, United States Code (the "Bankruptcy Code");

WHEREAS, pursuant to Article V, Section 5.15(i) of the Operating Agreement of LGP (the "LGP Agreement"), the approval of the members of the Management Committee of LGP (the "Management Committee") is required for the Company to take any of the actions set forth in Section 5.2 of the LFG Agreement;

WHEREAS, pursuant to Schedule A of the LFG Agreement, LGP is an Ordinary Member holding 98.5744% of the voting interests of the Company;

WHEREAS, pursuant to Article V, Section 5.4(d) of the LFG Agreement, in lieu of a meeting, the Members of the Company may take action by written instrument indicating their consent;

WHEREAS, the Management Committee and the Majority Interest Member have considered the financial and operational aspects of the Company;

WHEREAS, the Management Committee and Majority Interest Member have reviewed the historical performance of the Company, the markets for the Company's products and services, and the current and long-term liabilities of the Company.

NOW, THEREFORE, BE IT RESOLVED: That in the judgment of the Management Committee and the Majority Interest Member, it is desirable and in the best interests of the Company, and its creditors, stockholders and other interested parties, that a voluntary petition be filed by the Company seeking relief under the provisions of chapter 11 of title 11, United States Code (the "Bankruptcy Code"); and it is further

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RESOLVED, that the law firm of SilvermanAcampora LLP shall be employed as general bankruptcy counsel for the Company in the Company's chapter 11 case, subject to court approval; and it is further

RESOLVED, that ROBERT J. BRADLEY, in his capacity as Chief Operating Officer and CHRISTOPHER LAGREGO, in his capacity as Chief Risk Officer of the Company, be, and hereby are, authorized and directed on behalf of the Company to execute and verify or certify a petition to commence a case under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of New York at such time as ROBERT J. BRADLEY or CHRISTOPHER LAGREGO shall determine; and it is further

RESOLVED, that ROBERT J. BRADLEY, and CHRISTOPHER LAGREGO be, and hereby are, authorized and directed on behalf of the Company to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers in the chapter 11 case of the Company and, in connection therewith, to employ and retain additional legal counsel, accountants and other professionals and to take any and all action which they deem necessary, proper, or desirable in connection with such chapter 11 case, with a view to the successful prosecution of such case; and it is further

RESOLVED, that any and all past actions heretofore taken by ROBERT J. BRADLEY or CHRISTOPHER LAGREGO, and all other documentation heretofore delivered by ROBERT J. BRADLEY or CHRISTOPHER LAGREGO in furtherance of the preceding resolutions be, and such actions hereby are, authorized, approved and ratified in all respects.

IN WITNESS WHEREOF, the undersigned have signed this Resolution as of the 24<sup>th</sup> day of November, 2010.

/s/ Robert J. Bradley  
Robert J. Bradley  
Chief Operating Officer

/s/ Christopher LaGrego  
Christopher LaGrego  
Chief Risk Officer